

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of the Application of	)	
	)	File No. ITC-T/C-2017_____
Radiate Holdings, L.P.,	)	WC Docket No. _____
<i>Transferee,</i>	)	
	)	
and	)	
	)	
Wave Holdco, LLC,	)	
<i>Transferor,</i>	)	
	)	
for Authority Pursuant to Section	)	
214 of the Communications Act of 1934, as	)	
Amended, to Transfer Control of Domestic and	)	
<u>International Section 214 Authorizations.</u>	)	

**CONSOLIDATED DOMESTIC AND INTERNATIONAL  
214 TRANSFER OF CONTROL APPLICATION**

Pursuant to Section 214 of the Communications Act, as amended (the “Act”), 47 U.S.C. § 214, and Part 63 of the Commission’s rules, 47 C.F.R. § 63.01 *et seq.* (the “Rules”), the Applicants, Radiate Holdings, L.P. (“Transferee”) and Wave Holdco, LLC (“Wave Holdco” or “Transferor”, and together with Transferee, the “Parties”), respectfully request Commission approval to consummate a transaction (the “Transaction”) whereby Transferee will acquire control of domestic and international Section 214 authorizations and other FCC authorizations and licenses held by several of Transferor’s subsidiaries to provide communications services. Because the Transaction will strengthen an existing, independent source of voice, video, high-speed Internet and business data services in markets dominated by some of the nation’s largest providers of such services, and will not reduce competition or consumer choice, the Commission should find that consummation of the Transaction is in the public interest and expeditiously grant its consent for the Parties to consummate the Transaction.

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## **I. DESCRIPTION OF THE APPLICANTS**

### **A. Radiate Holdings, L.P. (Transferee)**

Transferee Radiate Holdings, L.P., a Delaware limited partnership, is a holding company that is majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Global, LLC (“TPG Global” and, together with its affiliates, “TPG”).<sup>1</sup> The principals of TPG Global, David Bonderman and James G. Coulter, each is a United States citizen. For more than 25 years, TPG has provided resources and expertise to help strengthen and grow its portfolio companies, differentiating itself from other investors by providing innovative solutions to complex and challenging situations in various sectors. TPG, which currently has \$72 billion of assets under management, has extensive experience with global public and private investments and is one of the most active private equity investors in the Internet ecosystem.

In August 2016, Transferee entered into agreements to acquire control of the cable systems operated by RCN Telecom Services, LLC (“RCN”) and Grande Communications Networks LLC (“Grande”). Those acquisitions were approved by the Commission on November 16, 2016 and were consummated on February 1, 2017. As of March 31, 2017, Transferee, through RCN and Grande, was providing digital television, high-speed Internet, and voice telecommunications services to approximately 656,000 subscribers in the District of Columbia, Illinois, Massachusetts, Maryland, New York, Pennsylvania, Virginia, and Texas.

At the closing of the Transaction, a number of entities will have direct or indirect equity investments of ten percent or greater in the Transferee. Each of these entities is, or will be, a

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<sup>1</sup> TPG Global is the successor to TPG Capital, L.P.

Delaware partnership controlled by TPG, with Messrs. Bonderman and Coulter having indirect 100 percent control.<sup>2</sup>

Radiate Holdings GP, LLC (“Radiate GP”), a Delaware limited liability company, serves as Transferee’s general partner and has responsibility for the management, operation, and control of Transferee’s business and affairs. The Board of Directors of Radiate GP is, and will continue to be, controlled by TPG. Other current members of the Radiate GP Board are designees of Patriot Media Consulting, LLC, a New Jersey limited liability company (“Patriot Media”) and CapitalG. At the closing of the Transaction, Steven B. Weed, Chief Executive Officer of Transferor, will be added to the Radiate GP Board. Also post-closing, Transferor’s properties will be managed by the management team from Patriot Media (which currently manages Transferee’s RCN and Grande operating subsidiaries pursuant to a management agreement with Transferee) and members of Wave Holdco’s existing management team.

**B. Wave Holdco, LLC (Transferor)**

Transferor Wave Holdco LLC, a Delaware limited liability company, wholly owns, directly or indirectly, subsidiaries (collectively, “Wave”) that operate fiber-based distribution networks in California, Oregon, and Washington. The Wave entities provide award-winning high-speed Internet access, dark fiber, cable television and telephone services to residential, business, and municipal customers, pursuant to federal, state, and local authorizations. Wave’s extensive dark fiber network services are offered to municipal and commercial customers throughout its markets.

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<sup>2</sup> See Section V (h) below for more detail. Several other entities will have direct or indirect equity interests in Transferee of less than ten percent.

Controlling equity and voting interests in Transferor are held by affiliates of Oak Hill Capital Partners, GI Partners and WaveDivision Capital III, LLC. No other entities have an equity interest of more than five percent in Transferor.

Wave has earned a well-deserved reputation for high quality, innovative service offerings and customer support. Wave offers residential and commercial consumers a competitive alternative to larger companies such as AT&T/DirecTV, Comcast, Charter, Frontier, Dish, CenturyLink, Consolidated Communications, Zayo, Integra, and Level 3 in the markets where it operates. The networks operated by Wave pass over 672,900 homes and serve over 473,200 residential, governmental, and business customers in more than 200 communities. Wave also has deployed 2,114 route miles of fiber in California to support the high-capacity services it offers to customers in Northern California.

## **II. DESCRIPTION OF THE TRANSACTION**

On May 18, 2017, Radiate HoldCo, LLC (“Radiate HoldCo”), a Delaware limited liability company and an indirect wholly-owned subsidiary of Transferee, entered into a Securities Purchase Agreement with Wave Division Holdings, LLC, Transferor Wave Holdco, Sellers’ Representative<sup>3</sup> and the direct and indirect equity holders of Wave Holdco party thereto (the “Purchase Agreement”). The Purchase Agreement provides for Radiate HoldCo’s acquisition of all the outstanding membership interests of Wave Holdco. The acquisition will be consummated directly, through the purchase of membership interests in Wave Holdco from the holders thereof, and indirectly through the purchase of all the outstanding capital stock of OH Wave Blocker I. Inc., OH Wave Blocker II, Inc. and GI Wave UBTI-ECI Blocker, Inc., the sole

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<sup>3</sup> Sellers’ Representative is Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P.

assets of which, as of the closing of the Transaction, will be membership interests in Wave Holdco. At closing, Wave Holdco will become a wholly-owned subsidiary of Radiate HoldCo and an indirect wholly-owned subsidiary of Transferee. All of Wave Holdco's existing subsidiaries that hold the FCC licenses or authorizations that are the subject of this Application will remain intact and will continue to hold their operating tangible and intangible assets.

The pre-closing ownership structure of Transferor is depicted on the structure charts attached hereto as Attachment A. The proposed post-Transaction ownership structure of Transferee is depicted on the structure charts attached hereto as Attachment B.

### **III. PUBLIC INTEREST STATEMENT**

The Transaction will generate substantial public interest benefits without posing any actual or potential harms to consumers or competition. Consummation of the Transaction will promote competition by strengthening Wave's ability to offer consumers a strong competitive alternative source of video, high-speed Internet, voice, and business data services, and will not result in any reduction in competition, because Transferee's RCN and Grande operating subsidiaries do not serve any of Wave's markets. Consumers will face no disruption – they will receive the same services as before the Transaction – and will see definite benefits, because those services will grow and improve with the increased financial wherewithal, added experience and innovative ideas contributed by Transferee's management team. The Commission should find that the Transaction is in the public interest.

#### **A. The Transaction Will Produce Substantial Public Interest Benefits.**

That Transferee won the private auction for the sale of Transferor Wave Holdco and its Wave operating subsidiaries is a boon for customers and competition. While Wave could have been acquired by an operator already serving the markets at issue, Transferee's ownership will

preserve and strengthen Wave's competitive voice. The combination of Wave, RCN and Grande under Transferee's ownership and management is a favorable result – not just for customers of the Wave systems being acquired, but also for the customers of Transferee's RCN and Grande systems and for other people living in the areas in which Wave, RCN, and Grande provide competition to larger incumbents. As discussed in detail below, the Wave, RCN and Grande systems are technologically innovative providers of video, voice and Internet services, dedicated to broad deployment of the highest-level technologies in the communities that they serve. Bringing these smaller, independent operations under one roof – and combining their experience, expertise, and innovative thinking – will confer real benefits on consumers by offering even stronger competition to the larger, well-established providers in the marketplace.

Led by the experienced management team from Patriot Media, Transferee's RCN and Grande operating subsidiaries have fashioned and implemented a tech-forward strategy that has accelerated the deployment of state-of-the-art technologies, thereby strengthening their competitive position in the markets they serve. This includes following through on plans described in filings related to Transferee's acquisition of RCN and Grande; for example, since being acquired by Transferee, RCN and Grande have continued rolling out DOCSIS 3.1 throughout their footprint. RCN and Grande also have introduced Gigabit speeds in several additional markets, deployed an integrated Netflix service, partnered with TiVo to offer cutting-edge navigation devices, provided subscribers ways to easily access YouTube and Hulu through the TiVo platform, and begun offering HBOGO and a branded TV Everywhere service. Patriot Media's exemplary management performance is illustrated by the recognition RCN received as

PC Magazine's Reader's Choice for Best ISP in 2015 and 2016.<sup>4</sup>

Wave's history is similar. It, too, has earned a well-deserved reputation for deploying high-capacity networks that enable Wave to offer Gigabit, 250 Mbps and 100 Mbps services to many of its customers, and at the same time supporting such services with high-quality technical support and customer service to its customers and, in particular, for developing technology enabling its 24x7 Network Operations Center to proactively monitor its distribution network and customer premises equipment and thereby prevent or quickly remedy any technical issues. The significant achievements of the highly regarded local staff of Wave in areas of technical quality and innovation have been widely recognized. In fact, Wave's enviable track record includes its receiving the prestigious "Independent Operator of the Year" award from CableFax Magazine in 2012,<sup>5</sup> being named the "Fastest ISP in the Northwest" by PC Magazine in 2014,<sup>6</sup> and being recognized as the highest-ranked bundled-service ISP in the US by reader score by Consumer Reports in 2016.<sup>7</sup>

There will be mutual benefits from bringing under common ownership and management the forward-looking operations of these award-winning systems. The integration of the Wave networks with the RCN and Grande networks will benefit the customers of both companies by allowing not just Wave, but also RCN and Grande, to obtain more favorable financing and programming arrangements and other operational efficiencies. Further, while much of the

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<sup>4</sup> See Ben Z. Gottesman, "Readers' Choice Awards 2016: Internet Service Providers," PC Magazine (May 11, 2016), available at <http://www.pcmag.com/article/344519/>.

<sup>5</sup> See Cablefax, Top Ops Awards 2012, available at <http://www.cablefax.com/the-lists/top-ops-2012#independent-operator-of-the-year>.

<sup>6</sup> See PC Mag, "Fastest ISPs by Region: Northwest," (Sept. 4, 2014) available at <http://www.pcmag.com/article2/0,2817,2465507,00.asp>.

<sup>7</sup> See Consumer Reports, "Telecom Services Ratings: Bundled Services," (last viewed: May 30, 2017) available at <http://www.consumerreports.org/products/bundled-services/ratings-overview/>.

existing Wave local staff will remain in place, Transferee's Patriot Media management team will provide operational oversight, input and creative thinking, and ensure that Wave continues to meet the same high standards for technological innovation and customer service that Wave's customers have come to expect, enhanced by the accomplished Patriot Media team's expertise and experience. In addition, Patriot Media will be able to draw on Wave's expertise providing dark fiber and its leadership in the deployment and operation of Gigabit fiber networks. RCN and Grande have begun a Gigabit upgrade to their networks and the combined entity will be able to capitalize on Wave's experience and expertise to accelerate and improve that roll-out.

The Transaction also will facilitate system improvements, such as RCN's upgrade to DOCSIS 3.1, which will further increase Internet speeds and will enable the operating subsidiaries to compete more effectively against larger, national rivals in both the residential and business sectors. As an over-builder, these improvements allow customers in the markets in which Wave, RCN, and Grande operate to experience real competition and true choices, regardless of the provider they choose.

The Transaction presents a rare opportunity for a combination which allows increased efficiency and economies of scale without undermining competition. In fact, it will actually promote competition, since the combination of RCN, Grande, and Wave will more effectively compete with larger national providers. At a time when the industry is marked by growing consolidation, the presence in the marketplace of a well-funded, competitive, independent source of advanced video and broadband services becomes all the more important. The Transaction's public interest benefits go beyond investments and improvements that will be made in the Wave, RCN, and Grande operating subsidiaries: those investments and improvements will drive other competitors to make their own investments and improvements.

**B. The Transaction Will Not Result in Any Harm to the Public Interest.**

The Transaction will not result in any harms to consumers or competition or violate any Commission rule or policy. It also will not result in any horizontal consolidation among overlapping cable or telecommunications providers or result in any adverse disruption in the systems' day-to-day operations.

Significantly, there is no overlap between Transferee's existing networks and the networks operated by Wave. Wave provides services in some of the most competitive urban and suburban markets in the country, including Seattle, Portland, San Francisco, and Sacramento, along with underserved rural areas in California, Washington, and Oregon, while Transferee is providing (through RCN and Grande) voice, Internet, and video service in the District of Columbia, Illinois, Maryland, Massachusetts, New York, Pennsylvania, Virginia, and Texas.

Competition and consumer choice will be sustained, and even improved, after the Transaction. The Transaction will give Transferee control over non-overlapping subsidiaries that provide cable, telecom, and OVS service to more than 450,000 video, voice, and high-speed Internet subscribers, in addition to the 656,000 subscribers served by its existing networks. Wave is the third largest competitive wireline provider of services in most of the communities where it offers services – behind companies such as AT&T/DirecTV, Comcast, Charter, Frontier, Dish, CenturyLink, Consolidated Communications, Zayo, Integra, and Level 3 – and even the combined entity will have a significantly smaller national presence than those competitors. Thus, although the Transaction will give Wave, RCN, and Grande increased scale to compete effectively in increasingly consolidated video and broadband markets and to negotiate favorable programming and equipment deals, it will not pose any of the competitive

risks that the Commission has raised when considering mergers among larger service providers.<sup>8</sup> More specifically, the Transaction will not reduce the number of head-to-head competitors in any market or create an entity with either the incentive or ability to limit consumers' access to OVD services, since none of the entities is a content producer and there is no overlap between their footprints.

Additionally, because Wave will retain many of its front-line staff members, who will now be supervised by the experienced Patriot Media team that currently manages the day-to-day operations of the RCN and Grande operating subsidiaries on behalf of Transferee, there is no risk of the sorts of adverse impact on customer service that have occurred following other transactions. The consumer experience only will change for the better, as the purchasing power of Wave, RCN and Grande is combined to provide opportunities to obtain more favorable financing and purchasing arrangements and the improved financing options allow for even more investment and network improvements.

Finally, as previously explained, Wave will continue to offer competitive and innovative products, with improvements introduced over time. Thus, the Transaction is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer. For that reason consumers will face no disruption in service, and will see real benefits, because those services will grow and improve with the increased financial wherewithal, added experience and innovative ideas contributed by Transferee's Patriot Media management team.

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<sup>8</sup> See, e.g., *In the Matter of Applications of Charter Communications, Inc., Time Warner Cable, Inc., and Advance/Newhouse Partnership*, 64 Comm. Reg. 1259 (2016) (noting the “deeply rooted preference for preserving and enhancing competition” and focusing in particular on OVD competition implications and geographic overlap between the applicants); see also Federal Communications Comm’n. blog post, “FCC Transaction Review: Competition and the Public Interest,” Aug. 12, 2014 (noting that preserving and promoting competition is at the core of a public interest analysis).

\* \* \*

For the reasons stated above, the Transaction will ensure that the Wave operating subsidiaries will remain robust and innovative competitors capable of providing consumers with world-class voice, video, broadband Internet, and business data services and of spurring their competitors to improve their offerings.

#### **IV. REQUEST FOR STREAMLINED TREATMENT**

Applicants are eligible for streamlined processing of this consolidated domestic and international transfer of control application, pursuant to both Section 63.03 (domestic) and Section 63.12 (international) of the Rules, 47 C.F.R. §§ 63.03 and 63.12. Following consummation of the Transaction: (i) Transferee and its affiliates, as defined in Section 3(1) of the Act (“Affiliates”), collectively will have less than a ten percent (10%) share of the interstate, interexchange market; (ii) Transferee and its Affiliates will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which is a party to the Transaction); (iii) Transferee and its Affiliates will not be dominant with respect to any U.S. service; and (iv) Transferee and its Affiliates will not be affiliated with a foreign carrier. Additionally, Transferee and its Affiliates are not and will not be affiliated after the consummation of the Transaction with any dominant U.S. carrier with international switched or private line services they seek authority to resell.

#### **V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE RULES**

In accordance with Section 63.24(e) of the Rules, 47 C.F.R. § 63.24(e), Applicants submit the following information, as requested in Section 63.18(a) through (d), 47 C.F.R. § 63.18(a) – (d), for Transferee and Transferors, and in Section 63.18(h) through (p), 47 C.F.R. § 63.18(h) – (p), for Transferee:

**(a) Name, Address, and Telephone Numbers of Applicants**

**(b) Government, State, or Territory of Incorporation**

For Transferee Radiate Holdings, L.P.

Name: Radiate Holdings, L.P.

Address: 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102

Telephone: (817) 871-4000

Jurisdiction of Incorporation: Delaware

For Transferor Wave Holdco, LLC

Name: Wave Holdco, LLC

Address: 401 Parkplace Center, Suite 500, Kirkland, Washington 98033

Telephone: 425-896-1891

Jurisdiction of Incorporation: Delaware

**(c) Contacts**

For Transferee

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**(d) Existing Section 214 Authorizations**

An operating subsidiary of Transferor currently holds the following Section 214 authorizations:

See Attachment C.

Operating subsidiaries of Transferee currently hold the following Section 214 authorizations:

See Attachment D.

**(e)- (g) Questions arising under 47 CFR 63.18(e)-(g) are not applicable.**

**(h) Name, address, citizenship, and principal business of entities that will own at least 10 percent of the equity of the Applicant, and identification of interlocking directorates.**

Upon consummation of the Transaction, the following entities will hold a direct or indirect ten percent (10%) or greater equity interest in Transferee and its wholly-owned subsidiaries:

Name: TPG VII Radiate Holdings I, L.P.

Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102

Citizenship: United States

Percentage Directly Owned: 46.4% equity of Transferee (rounded)

Principal Business: Holding Company

Name: TPG VII Wakeboard Holdings, L.P.  
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102  
Citizenship: United States  
Percentage Directly Owned: 35.6% equity of Transferee (rounded)  
Principal Business: Holding Company

Name: TPG VII DE AIV Holdings, L.P.  
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102  
Citizenship: United States  
Percentage Indirectly Owned: 58.5% equity of Transferee (rounded)  
Principal Business: Holding Company

Name: TPG VII DE AIV II, L.P.  
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102  
Citizenship: United States  
Percentage Indirectly Owned: 24.2% equity of Transferee (rounded)  
Principal Business: Private Equity Fund

Name: TPG VII DE AIV I, L.P.  
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102  
Citizenship: United States  
Percentage Indirectly Owned: 27.9% equity of Transferee (rounded)  
Principal Business: Private Equity Fund

Name: TPG Wakeboard Coinvest II, L.P.  
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102  
Citizenship: United States  
Percentage Indirectly Owned: 14.8% equity of Transferee (rounded)  
Principal Business: Private Equity Fund

**(i) Foreign Carrier Affiliation**

None.

**(j) Foreign Carrier and Destination Countries**

N/A

**(k) WTO Membership for Destination Countries**

N/A

**(m) Non-Dominance**

N/A

**(n) Concessions**

Applicants certify that they have not agreed to accept any direct or indirect special concessions from a foreign carrier or administration with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(o) Federal Benefits**

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Rules that they are not subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

**(p) Streamlined Processing**

Please refer to Section IV above.

**VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE RULES**

In accordance with Section 63.04(b) of the Rules, 47 C.F.R. § 63.04(b), specifying the additional information required in joint international and domestic Section 214 transfer of control applications, the Applicants submit the following, as requested by Sections 63.04(a)(6) through (a)(12) of the Rules, 47 C.F.R. § 63.04(a)(6) – (12).

**(a)(6) Description of the Transaction**

A description of the Transaction is set forth in Section II above.

**(a)(7) Description of Geographic Service Areas**

A description of the geographic service areas served by Transferee's affiliated operating entities, and the services they provide in those areas, is provided in Section I.A above.

A description of the geographic service areas served by Transferor's affiliated operating entities, and the services they provide in those areas, is provided in Section I.B above.

**(a)(8) Eligibility for Streamlined Processing**

A statement demonstrating the Application's qualification for streamlined processing is provided in Section IV above.

**(a)(9) Other Related Applications**

The Applicants have filed simultaneous applications with the Commission seeking authority to transfer control of Wave subsidiaries that hold Commission licenses relating to their cable system and Open Video System properties, including Cable Television Relay Services licenses, an earth station license, and various wireless licenses. These licenses are set forth in Attachment C.

The list of call signs and file numbers set forth in Attachment C is intended to include all of the licenses and authorizations held by the respective licensees or lessees that are subject to the Transaction. However, Wave may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities, requests to modify existing authorizations, or other related applications that may be granted before the Commission takes action on this Application. Accordingly, the Applicants request that any Commission approval of the applications filed for the Transaction described herein include authority for Transferee to acquire control of: (1) any authorization issued to Wave or its subsidiaries while the Transaction is pending before the Commission and the period required for consummation of the Transaction; (2) any construction permits held by Wave or its subsidiaries that mature into licenses after closing; and (3) any applications that are pending at the time of consummation. Such action would be consistent with the Commission's prior decisions.<sup>9</sup> Applicants also request that Commission approval include any authorizations that may have been inadvertently omitted.

**(a)(10) Special Considerations**

None of the Applicants is facing imminent business failure. Nevertheless, prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously

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<sup>9</sup> See, e.g., *SBC Commc'ns Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18290, 18392 ¶ 212 (2005); *Applications of AT&T Wireless Serv., Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21626 ¶ 275 (2004); *S. New England Telecomm./SBC Order*, 13 FCC Rcd 21292, 21317 ¶ 49; *Applications of NYNEX Corp. and Bell Atl. Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20097-98 ¶¶ 246-56 (1997); *Pacific Telesis Group/SBC Order*, 12 FCC Rcd 2624, 2665 ¶ 93; *Applications of Craig O. McCaw and Am. Tel. & Tel. Co.*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 ¶ 137 n.300 (1994), *aff'd sub nom. SBC Commc'ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir. 1995), *recons. in part*, 10 FCC Rcd 11786 (1995).

in order to meet an anticipated Transaction closing in the fourth quarter of 2017 (provided all regulatory approvals have been obtained).

**(a)(11) Separately Filed Waiver Requests**

No separately filed waiver requests are sought in conjunction with this Application.

**(a)(12) Public Interest Statement**

A statement demonstrating how grant of the Application will serve the public interest, convenience, and necessity is provided in Section III above.

**VII. CONCLUSION**

The Commission's expeditious grant of these Applications will serve the public interest, convenience, and necessity.

Respectfully submitted,

  
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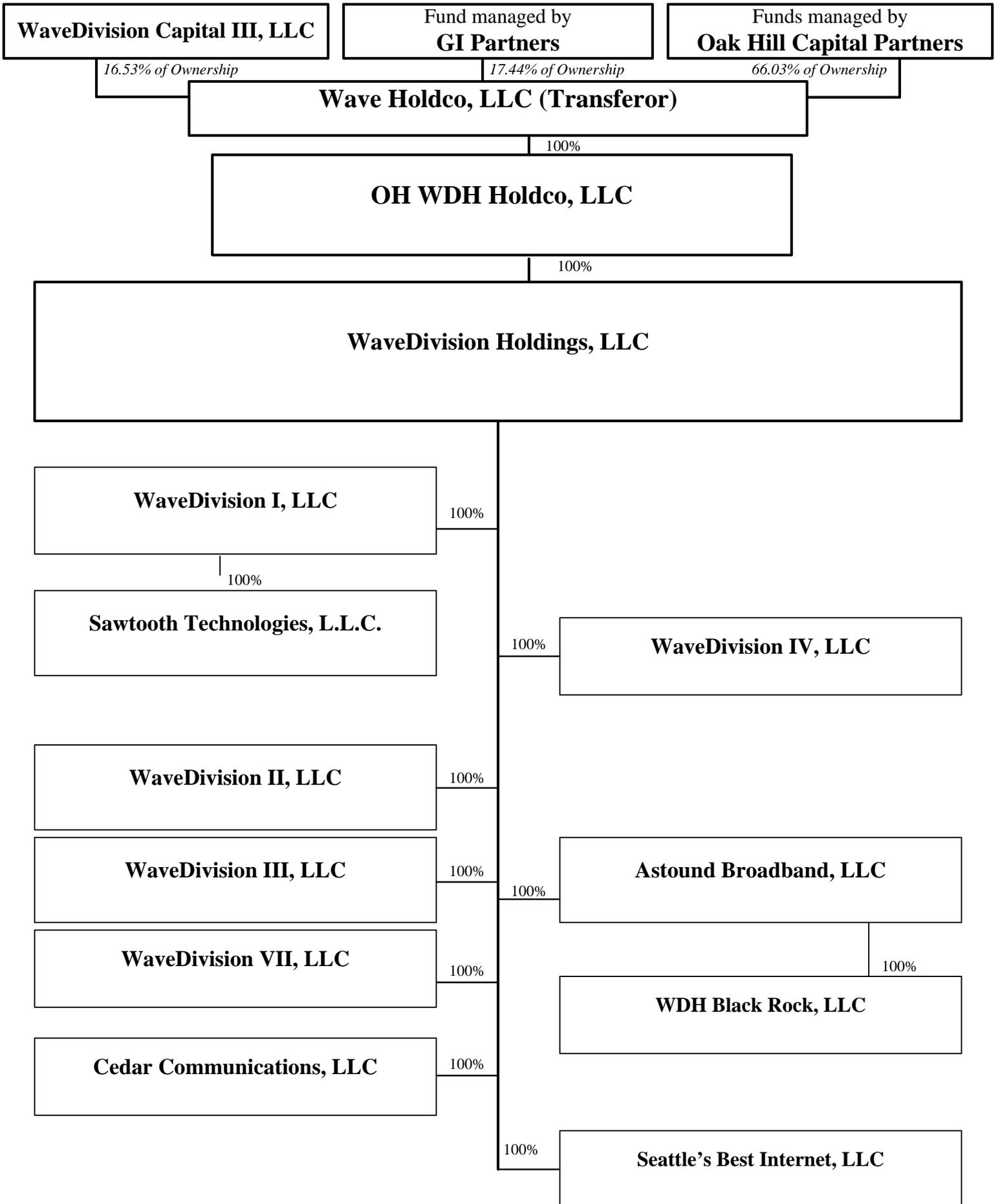
*Attorneys for Radiate Holdings, L.P.*

Dated: June 7, 2017

**Attachment A**

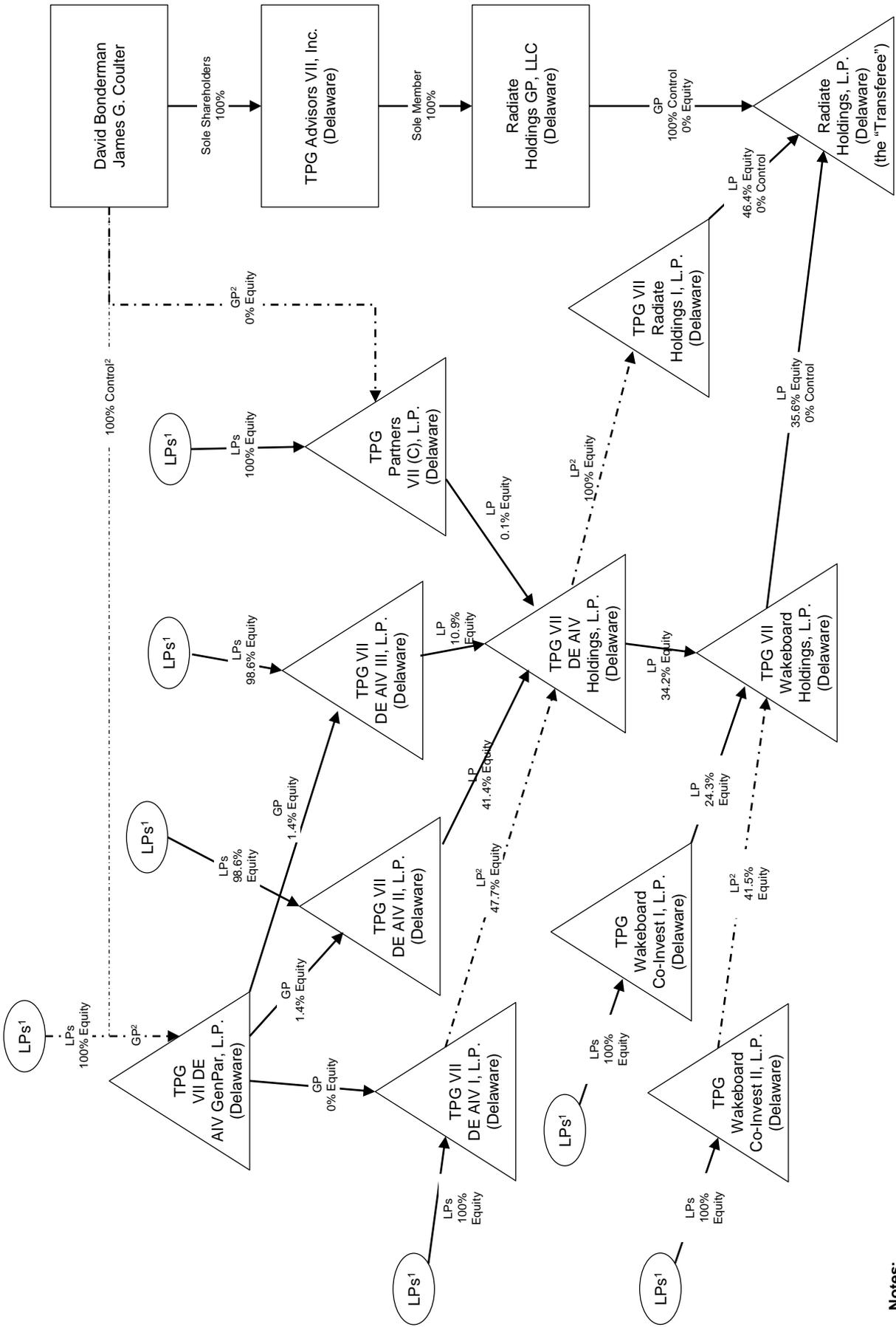
Pre-Transaction Corporate Organizational Chart

# Pre-Transaction Organization Chart



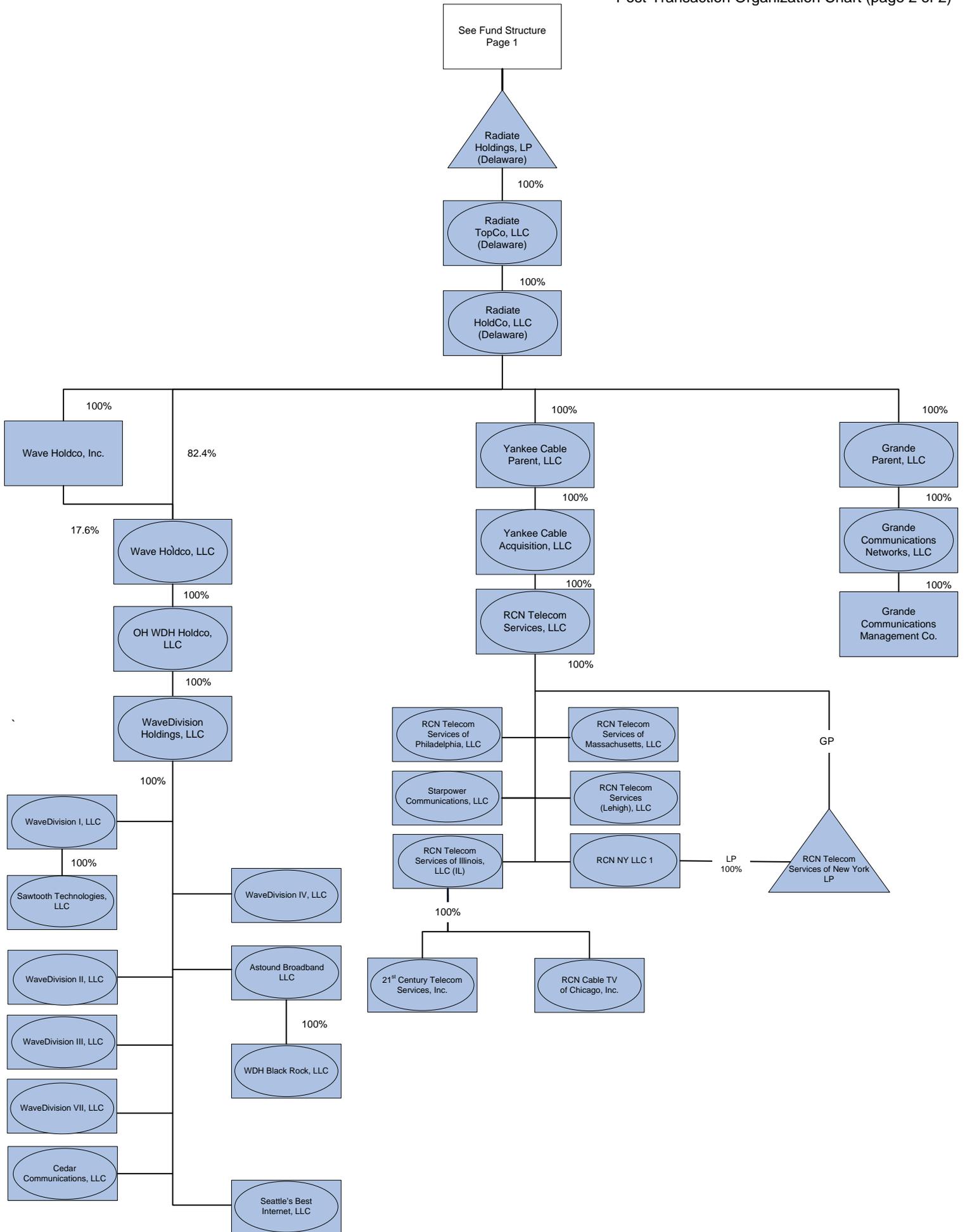
**Attachment B**  
Post-Transaction Corporate Organizational Charts

**POST- TRANSACTION TPG OWNERSHIP STRUCTURE**



**Notes:**

<sup>1</sup> Each LP (a limited partner investor in the applicable fund) will hold less than ten percent ultimate economic interest in the Transferee.  
<sup>2</sup> Interest is held indirectly through entities not depicted, all of which are wholly owned or controlled (as applicable) by the entities shown.



**Attachment C**  
**FCC Authorizations - Transferor**

**WAVE DIVISION I, LLC**

**Wireless Licenses**

<i>Call Sign</i>	<i>Service Type</i>	<i>License Holder</i>
WQOT607	MG – Microwave Industrial/Business Pool	WaveDivision I, LLC

**WAVEDIVISION VII, LLC**

**Cable Television Relay Service (CARS)**

<i>Call Sign</i>	<i>License Holder</i>
WLY903	WaveDivision VII, LLC

**Wireless Licenses**

<i>Call Sign</i>	<i>Service Type</i>	<i>License Holder</i>
WPYL202	MG – Microwave Industrial/Business Pool	WaveDivision VII, LLC

**ASTOUND BROADBAND, LLC**

**International Section 214 Authorizations**

<i>File Number</i>	<i>License Holder</i>
ITC-214-20050701-00565	Astound Broadband, LLC

**Domestic Section 214 Authorization**

<i>File Number</i>	<i>License Holder</i>
WC Docket No. 06-209	Astound Broadband, LLC

**Wireless Licenses**

<i>Call Sign</i>	<i>Service Type</i>	<i>License Holder</i>
WQJH368	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQJH370	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQNW743	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQNW745	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQNW746	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQOC758	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQOD680	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQOM722	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQQW481	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQQX550	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC

WQQX551	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQRN397	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQSU460	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQSU461	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQSV220	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQUN664	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQUN667	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQUW450	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQVS440	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQWC427	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQWH982	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQWV761	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQXB929	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQXM640	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQXM641	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQXQ421	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQXQ870	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQXQ871	MG – Microwave Industrial/Business Pool	Astound Broadband, LLC
WQKB390	NN – 3650-3700- MHz	Astound Broadband, LLC
WQUU211	MM – Millimeter Wave 70/80/90 GHz Service	Astound Broadband, LLC

## **SAWTOOTH TECHNOLOGIES, LLC**

### **Wireless Licenses**

<i>Call Sign</i>	<i>Service Type</i>	<i>License Holder</i>
WQLN305	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQLN306	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQLN446	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQNN975	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQOX553	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQOX557	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQOX626	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQRU215	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQSH897	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQSV395	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQSV396	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQWE970	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQWE971	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQWI848	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQWJ642	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQWK403	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQWK404	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQWM991	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQWM992	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC
WQWX678	MG – Microwave Industrial/Business Pool	Sawtooth Technologies, LLC

## SEATTLE’S BEST INTERNET, LLC

### **Wireless Licenses**

<u>Call Sign</u>	<u>Service Type</u>	<u>License Holder</u>
WQIJ661	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQIJ662	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQIJ663	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQJM298	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQJM299	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQKM581	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQKM582	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQKM583	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQKY406	<u>MM – Millimeter Wave 70/80/90 GHz Service</u>	Seattle’s Best Internet, LLC
WQMF920	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQMF924	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQMF931	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQNW936	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQRL940	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQRL941	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQUF743	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQUF744	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQXM390	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQXM391	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQYB580	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQYB581	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQYJ552	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQYL598	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQYL600	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQYL602	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQYN267	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQYN268	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQTV814	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC
WQTV815	<u>MG – Microwave Industrial/Business Pool</u>	Seattle’s Best Internet, LLC

**Attachment D**  
Other FCC Authorizations - Transferee

**RCN Telecom Services**

**Cable Television Relay Service (CARS)**

<i>Call Sign</i>	<i>License Holder</i>
WLY-676	RCN Telecom Services (Lehigh) LLC
WLY-679	RCN Telecom Services (Lehigh) LLC
KD-55018	RCN Telecom Services (Lehigh) LLC

**International Section 214 Authorizations**

<i>File Number</i>	<i>License Holder</i>
ITC-214-19961004-00490	RCN Telecom Services (Lehigh) LLC
ITC-214-19970707-00379	RCN Telecom Services of Philadelphia, LLC
ITC-214-19970707-00384	RCN Telecom Services of New York, LP
ITC-214-19970717-00411	RCN Telecom Services (Lehigh) LLC
ITC-214-19970723-00430	RCN Telecom Services (Lehigh) LLC

ITC-214-19971027-00661	RCN Telecom Services of Massachusetts, LLC
ITC-214-19980731-00532	RCN Telecom Services of Illinois, LLC
ITC-214-19981002-00679	RCN Telecom Services (Lehigh) LLC
ITC-214-19980116-00024	Starpower Communications, LLC

**Transmit/Receive Earth Stations**

<i>Call Sign</i>	<i>License Holder</i>
E100045	RCN Telecom Services (Lehigh) LLC

**Grande Networks**

**Wireless Licenses**

<i>Call Sign</i>	<i>Service Type</i>	<i>License Holder</i>
WQQF562	MG – Microwave Industrial/Business Pool	Grande Communications Networks, LLC
WQQG456	MG – Microwave Industrial/Business Pool	Grande Communications Networks, LLC

**International Section 214 Authorizations**

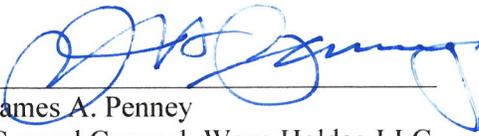
<i>File Number</i>	<i>License Holder</i>
ITC-214-20001108-00651	Grande Communications Networks, LLC

**DECLARATION**  
*(Transferor)*

I, James A. Penney, hereby declare that:

- (a) I am General Counsel of Wave Holdco, LLC
- (b) I am authorized to make this declaration on behalf of Wave Holdco, LLC
- (c) The statements in the foregoing Application relating to Wave Holdco, LLC and its affiliates, are true and correct to the best of my knowledge.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7<sup>th</sup> day of June, 2017.

  
\_\_\_\_\_  
James A. Penney  
General Counsel, Wave Holdco LLC

**DECLARATION**  
*(Transferee)*

I, Jeffrey B. Kramp, hereby declare that:

- (a) I am General Counsel of Radiate Holdings, L.P.
- (b) I am authorized to make this declaration on behalf of Radiate Holdings, L.P.
- (c) The statements in the foregoing Application relating to Radiate Holdings, L.P. are true and correct to the best of my knowledge.

I declare under penalty of perjury that the foregoing is true and correct. Executed this \_\_\_ day of June, 2017.



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Jeffrey B. Kramp  
General Counsel, Radiate Holdings, L.P.